

[illegible]

I, Joanne Zack, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am a partner in Boni & Zack LLC, counsel for plaintiffs in this litigation, and a member of the bar of this Court. I submit this declaration in support of Plaintiffs' Motion for Class Certification.
2. Attached hereto as Exhibit 1 is a true and correct copy of a print-out from <http://investor.google.com/corporate/faq.html>.
3. Attached hereto as Exhibit 2 is a true and correct copy of a print-out from <http://articles.economictimes.indiatimes.com/> (*Google has one billion users*, THE ECONOMIC TIMES, June 22, 2011).
4. Attached hereto as Exhibit 3 is a true and correct copy of pages 3 and 50

from Google Inc.'s 2010 Form-10-K, available on Google's website.

5. Attached hereto as Exhibit 4 is a true and correct copy of "Google Checks Out Library Books," dated December 14, 2004, as printed from Google's website.

6. Attached hereto as Exhibit 5 is a true and correct copy of Sergey Brin, *A Library to Last Forever*, N.Y. TIMES, Oct. 8, 2009, as printed from <http://www.nytimes.com/>.

7. Attached hereto as Exhibit 6 is a true and correct copy of an announcement from Google, "Committee on Institutional Cooperation (CIC) Joins Google's Library Project," dated June 6, 2007, as printed from Google's website.

8. Attached hereto as Exhibit 7 is a true and correct copy of page 3 from Google Inc.'s 2009 Form-10-K, available on Google's website.

9. Attached hereto as Exhibit 8 is a true and correct copy of a print-out from <http://support.google.com/books/bin/answer.py?hl=en&answer=43751>.

10. Attached hereto as Exhibit 9 is a true and correct copy of a print-out from <http://www.google.com/googlebooks/library.html>.

11. Attached hereto as Exhibit 10 are true and correct copies of print-outs from Google's website displaying search results in JIM BOUTON, BALL FOUR.

12. Attached hereto as Exhibit 11 are true and correct copies of print-outs from Google's website displaying search results for the term "pitch" in JIM BOUTON, BALL FOUR.

13. Attached hereto as Exhibit 12 are true and correct copies of print-outs from Google's website displaying search results for the term "pitches" in JIM BOUTON, BALL FOUR.

14. Attached hereto as Exhibit 13 is a true and correct copy of Miguel Helft, *Microsoft Will Shut Down Book Search Program*, N.Y. TIMES, May 24, 2008, as printed from <http://www.nytimes.com/>.

15. Attached hereto as Exhibit 14 is a true and correct copy of a print-out from <http://books.google.com/>.

16. Attached hereto as Exhibit 15 is a true and correct copy of U.S. Copyright Office Certificate of Registration No. A173097 (for JIM BOUTON, BALL FOUR).

17. Attached hereto as Exhibit 16 is a true and correct copy of U.S. Copyright Office Certificate of Registration No. TX0000338841 (for BETTY MILES, THE TROUBLE WITH THIRTEEN).

18. Attached hereto as Exhibit 17 is a true and correct copy of U.S. Copyright Office Certificate of Registration No. A346254 (for JOSEPH GOULDEN, THE SUPERLAWYERS: THE SMALL AND POWERFUL WORLD OF THE GREAT WASHINGTON LAW FIRMS).

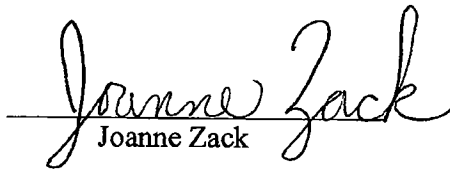
19. Attached hereto as Exhibit 18 are true and correct copies of print-outs from Google's website displaying search results in BETTY MILES, THE TROUBLE WITH THIRTEEN.

20. Attached hereto as Exhibit 19 are true and correct copies of print-outs from Google's website displaying search results in JOSEPH GOULDEN, THE SUPERLAWYERS: THE SMALL AND POWERFUL WORLD OF THE GREAT WASHINGTON LAW FIRMS.

21. Attached hereto as Exhibit 20 is a true and correct copy of a print-out from <http://support.google.com/books/bin/answer.py?hl=en&answer=43729/>.

- 22. Attached hereto as Exhibit 21 is my firm's resume.
- 23. Attached hereto as Exhibit 22 is Milberg LLP's firm resume.
- 24. Attached hereto as Exhibit 23 is Kohn, Swift & Graf, P.C.'s firm resume.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct, and that this declaration was executed on December 12, 2011 in Bala Cynwyd, Pennsylvania.


Joanne Zack